

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON

MANATRON, INC. dba THOMSON
REUTERS TAX & ACCOUNTING,
GOVERNMENT,

Plaintiff,

v.

SNOHOMISH COUNTY, COWLITZ
COUNTY, and TYLER TECHNOLOGIES,
INC., a Delaware corporation,

Defendants.

NO. 2:17-cv-00959

**DECLARATION OF JANE POPE IN
SUPPORT OF TEMPORARY
RESTRAINING ORDER**

Noted on the Motion Calendar for the
Same Day, June 22, 2017, Under L.R.
7(d)(1) and 65.

I, Jane Pope, hereby certify and declare as follows:

1. I am over the age of 18 years, have personal knowledge of the information contained in this declaration, and am competent to testify if called as a witness.

2. I am the Director, Risk Management & Commercial Policy Tax & Accounting for Thomson Reuters which owns Manatron Inc., a Michigan corporation that does business as Thomson Reuters Tax & Accounting, Government ("TRTA"). My business address is 2395 Midway Road, Carrollton, TX 75006.

3. TRTA is in the business of developing certain property assessment and taxation software that it markets to government entities across the United States.

DECLARATION OF JANE POPE IN SUPPORT OF TEMPORARY
RESTRAINING ORDER - 1

GARVEY SCHUBERT BARER
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
eighteenth floor
1191 second avenue
seattle, washington 98101-2939
206 464 3939

1 4. Since 1998 TRTA has provided property tax software to Snohomish County.
 2 TRTA's current contract with Snohomish County contains a confidentiality provision that
 3 requires Snohomish County to protect against the disclosure of TRTA's trade secrets associated
 4 with the current TRTA Software and Software Documentation. Another section of this contract
 5 reserves all of TRTA's rights and title in the intellectual property rights of TRTA software and
 6 software documentation, including copyright.

7 5. Snohomish County issued a request for proposal (RFP #21-16SB) on August 24,
 8 2016 for new property assessment and taxation software. On October 5, 2016, TRTA submitted
 9 an extensive response to this RFP ("Response").

10 6. On May 23, 2017, Snohomish County notified TRTA that it had submitted the
 11 winning response to RFP #21-16SB. Before the final contract can be negotiated and executed
 12 between the parties TRTA needs to perform a "fit gap assessment", which is a separate process
 13 that allows Snohomish County to confirm that the RFP Response will meet the county's needs.
 14 TRTA estimates it will likely take 9 to 12 months to negotiate an intermediate scope of work,
 15 complete the analysis and to negotiate the final contract.

16 7. On May 23, 2017, TRTA received a notice from Jennifer Koontz, a public
 17 records specialist within the Snohomish County Department of Finance, that a request had been
 18 submitted for TRTA's Response to RFP #21-16SB from Tyler Technologies ("Tyler") in
 19 Moraine, Ohio. Snohomish County advised us that the TRTA Response would be released if
 20 an order enjoining its release was not obtained by June 8, 2017. Snohomish County and Tyler
 21 agreed to extend the deadline for obtaining a court order enjoining the release of TRTA's
 22 Response from June 8 until June 22, 2017.

23 8. Attached as Exhibit A is a copy of the third-party notice TRTA received from
 24 Ms. Koontz and the PRA request from Tyler.

25 9. Cowlitz County also issued a request for proposal (RFP#05-2016) for an
 26 assessment and taxation system to which TRTA submitted a Response in May of 2016.

1 10. On May 11, 2017, TRTA received a notice from Terry McLaughlin, Cowlitz
2 County Assessor, that a request had been submitted for TRTA's Response to RFP# 05-2016
3 from Tyler and that the TRTA Response would be released if an order enjoining its release was
4 not obtained by June 30, 2017

5 11. Attached as Exhibit B is a copy of the third-party notice TRTA received from
6 Mr. McLaughlin.

7 12. Tyler is one of the key competitors to TRTA with respect to sales of property
8 assessment and taxation software. On its website, Tyler states that it is "the largest company in
9 the country solely dedicated to providing software and services to the public sector." Tyler
10 submitted a response to RFP #21-16SB and RFP# 05-2016, but did not obtain an award for
11 either RFP.

12 13. There are no more than five providers of a full property assessment and taxation
13 software in the country. It is a highly-competitive, small segment offering specialized software
14 to local governments.

15 14. To respond to RFP #21-16SB, TRTA offered its unique property assessment and
16 taxation software called AUMENTUM. This product brings together CAMA (Computer-
17 Assisted Mass Appraisal) System, assessment administration tax billing and collection into a
18 browser-based software product. It represents the latest advancement in web-based technology
19 that supports the property tax life cycle, from recording of real estate records, to appraisal,
20 assessment and taxation of real, business and personal property. TRTA owns its Response to
21 RFP# 21-16SB and holds the copyright to it.

22 15. To respond to RFP#05-2016 TRTA offered a different product, its T2 Solution,
23 which is also a unique, proprietary assessment and taxation system, developed and owned by
24 TRTA, which did not receive the award for this RFP. The copyright to its Response is owned
25 by TRTA.

26 16. Portions of TRTA's Responses contain trade secrets protected under

1 Washington's Uniform Trade Secrets Act (UTSA RCW Ch. 19.108.010 et seq.) because they
2 describe TRTA's patterns, programs devices, methods, techniques and processes.

3 17. A competitor like Tyler would gain a tremendous competitive advantage if it
4 could obtain a copy of TRTA's Responses. Tyler would be given TRTA's game plan for: what
5 it offers, how it offers it and implements it. For instance, our Response to RFP # 21-16SB
6 would provide Tyler with valuable implementation information that TRTA uses in deploying
7 its product. It would gain specific response time and customer support commitments,
8 information about Aumentum's technical requirements, configurations and software operating
9 platforms; specifically the Aumentum SQL Performance Management Guide and The
10 Aumentum Accounts Receivable Protested Payments Module Guide.

11 18. The trade secrets in the Responses are not commonly available elsewhere and
12 cannot be replicated independently by our competitors. There are no other comparable products
13 on the market.

14 19. These Responses contain information that has tremendous independent
15 economic value because our competitors do not know it and cannot get it. If they could, they
16 would be able to obtain a tremendous competitive advantage in responding to future requests
17 for proposals from governments across the country. Tyler could tailor its response to undercut
18 TRTA because it will know what TRTA could be offering. In short, Tyler could use this
19 information to inform its business decisions, product choices, promotions, pricing, marketing,
20 and virtually provide a competitive roadmap to TRTA's strategic product direction.

21 20. TRTA takes reasonable measures to maintain the secrecy of its RFP responses.
22 TRTA has been in a longstanding, cooperative relationship with Snohomish County for almost
23 20 years governed by our contract, which contains the confidentiality and ownership provisions
24 discussed in ¶ 4 herein. During that time period, Snohomish County has never disclosed
25 anything that we have considered to be confidential or proprietary. Given this longstanding
26 relationship, TRTA developed a reasonable expectation that Snohomish County would

1 continue to protect TRTA's confidential proprietary data with respect to TRTA's Response.
 2 This is evidenced by Snohomish County's provision of the third-party notice we received on
 3 May 23, 2017, which recognizes that TRTA's Response contains proprietary information.

4 21. In addition, TRTA maintains internal controls to protect the confidentiality of its
 5 proprietary information in Responses. Our products, including Aumentum and the T2 Solution
 6 are developed by internal teams subject to confidentiality agreements. Access to key features of
 7 our products is limited to a group who "needs to know" so the product can be sold and, once
 8 sold, implemented per County-specific requirements.

9 22. Release of the TRTA Response by Snohomish County will cause significant
 10 harm to TRTA. First, such release could allow Tyler to undermine the award of the Snohomish
 11 County contract to TRTA. This contract has a value to TRTA of over \$500,000. As discussed
 12 in ¶ 6 herein this contract has not yet been negotiated and executed and is subject to the "fit gap
 13 assessment" process. Armed with knowledge from the Response, Tyler could very well
 14 intercede with a challenge to the award to TRTA. Second, once released in public the
 15 Responses could advise Tyler and other competitors to be able to preemptively respond to
 16 future responses to requests from other governmental agencies across the country. TRTA
 17 competes with Tyler on a national basis. It is impossible to calculate the economic damage
 18 TRTA would suffer from the competitive disadvantage that it would suffer from disclosure of
 19 the Responses. Once a trade secret is released in public it is impossible to get it back.

20 I declare under penalty of perjury that the foregoing is true and correct.

21 EXECUTED the 22 day of June, 2017, at Orlando, FL.

22
 23 

24
 25 _____
 Jane Pope

26 GSB:8795593.1

DECLARATION OF JANE POPE IN SUPPORT OF TEMPORARY
 RESTRAINING ORDER - 5

GARVEY SCHUBERT BARER
 A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
 eighteenth floor
 1191 second avenue
 seattle, washington 98101-2939
 206 464 3939

EXHIBIT A

From: Jennifer.Koontz@co.snohomish.wa.us
Sent: Tuesday, May 23, 2017 4:04 PM
To: Matt.Henry@thomsonreuters.com
Subject: Subject of Record K015887 (ThomsonReuters)
Attachments: Snohomish County ,WA - FOIA Request.pdf

The State Public Records Act, chapter 42.56 RCW, requires Snohomish County to allow public inspection or copying of any public record requested by a member of the public, unless the County is prevented by law or court order from disclosing the requested records or the County invokes a statutory exemption to disclosure.

Snohomish County has received a request for public records in which you are a named entity or individual, you are the subject of the public record, or you may hold a copyright or a proprietary interest. A copy of this request is attached. This requested record is:

"This is a request under the Washington Public Records Act, (Wash. Rev. Code 42.56 et seq.) for documents related to Snohomish County's Request for Proposal #21-16SB Property Assessment and Taxation Application Software in August 2016. I am requesting the following documents:

1. Each proposal received (exclusive of Tyler Technologies') in response to this RFP.
2. Vendor scoring\evaluation sheets for all submitted proposals.
3. The final contract executed between the successful vendor and Snohomish County. . ."

Pursuant to RCW 42.56.540, Snohomish County is notifying you of the request for these public records and of the County's intent to release these public records unless you enjoin their release. You may seek an order in Snohomish County Superior Court to enjoin the release of this record under RCW 42.56.540. The requester has an interest in any legal action to prevent the disclosure of the requested records. If you do not obtain such an order, the County will release this record in 10 business days on 6/8/2017.

Should you have any questions, please contact me at (425) 388-3233.

Jennifer Koontz | Public Records Specialist
Snohomish County Dept. of Finance | Purchasing Services
3000 Rockefeller Ave, M/S 507 | Everett, WA 98201
(425) 388-3233 | jennifer.koontz@snoco.org

NOTICE: All emails, and attachments, sent to and from Snohomish County are public records and may be subject to disclosure pursuant to the Public Records Act (RCW 42.56)



May 8, 2017

One Tyler Way
Moraine, Ohio 45439

P: 800.800.2581
F: 937.278.3711

www.tylertech.com

Ms. Jennifer Koontz
Drewel Building, Sixth Floor
3000 Rockefeller Avenue
Everett, WA 98201

Re: Request for Records under the Washington Public Records Act, (Washington Revised Code §42.56 et seq.)

Sent via EMAIL (jennifer.koontz@snoco.org)

Dear Ms. Koontz:

This is a request under the Washington Public Records Act, (Wash. Rev. Code §42.56 et seq.) for documents related to Snohomish County's Request for Proposal #21-16SB Property Assessment and Taxation Application Software in August 2016. I am requesting the following documents:

- Each proposal received (exclusive of Tyler Technologies') in response to this RFP
- Vendor scoring/evaluation sheets for all submitted proposals
- The final contract executed between the successful vendor and Snohomish County

I request an electronic copy of these documents to be sent to me by email at the following address: jesseca.martin@tylertech.com. In the event electronic copies are not available, or the documents cannot be sent via email, please send a hard copy to my attention at the following address:

Jessica Martin
Tyler Technologies, Inc.
One Tyler Way
Moraine, OH 45439

I am happy to provide payment for any fees, if required. If you need additional information, please contact me at the email address above or at 1-800-800-2581, extension 1851.

Thank you in advance for your prompt attention to this request and I look forward to hearing from your office as soon as possible.

Sincerely,

A handwritten signature in cursive script that reads "Jessica Martin".

Jessica Martin
Associate Proposal Content Developer
Tyler Technologies, Inc.

EXHIBIT B



COWLITZ COUNTY ASSESSOR'S OFFICE

Terry McLaughlin, Assessor

Marty Roth, Chief Appraiser
Janeene Niemi, Administrative Assistant

May 11, 2017

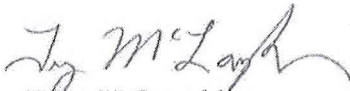
Steve Strong
Thomson Reuters, Sales Executive
2101 Fourth Ave. Suite 1350
Seattle, WA 98121

Re: Public Records Request for Proposal Received in Response to the RFP #05-2016
Assessment and Taxation System

Dear Mr. Strong:

This letter is notice, given pursuant to RCW 42.56.540, that a third party has made a public disclosure request to Cowlitz County, for each proposal received in response to the County's Request for Proposal #05-2016 Assessment and Taxation System in May 2016. The County has determined that the RFP submitted by Thomson Reuters is not exempt from disclosure and responsive to that request. The County intends to release the attached documents in response to this request on June 30, 2017, unless you seek to obtain an injunction preventing the release of documents. I can be reached at 360-577-3010 ext. 06909.

Sincerely,


Terry McLaughlin
Cowlitz County Assessor